

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



**AL Group Limited**  
**利駿集團（香港）有限公司**

*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 8360)**

**VOLUNTARY ANNOUNCEMENT**  
**MEMORANDUM OF UNDERSTANDING**  
**IN RELATION TO POTENTIAL ACQUISITION**

This announcement is made by AL Group Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) on a voluntary basis to update the shareholders (the “**Shareholders**”) and potential investors of the Company on the latest business development of the Group.

**THE MEMORANDUM OF UNDERSTANDING**

The board (the “**Board**”) of directors (the “**Directors**”) of the Company is pleased to announce that on 28 October 2024 (after trading hours), Sunny Stage Limited (the “**Potential Purchaser**”), a wholly-owned subsidiary of the Company, entered into a non-legally binding memorandum of understanding (the “**MOU**”) with Billion Capital Corporation Limited (the “**Potential Vendor**”), pursuant to which the Potential Purchaser intends to acquire, and the Potential Vendor intends to dispose of, the entire issued share capital in Yes Man Finance Company Limited (發達先生財務有限公司) (the “**Target Company**”) (the “**Potential Acquisition**”).

The principal terms of the MOU are set out as follows:

Date: 28 October 2024 (after trading hours)

Parties: (1) the Potential Purchaser; and

(2) the Potential Vendor (collectively, the “**Parties**”).

To the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, each of the Potential Vendor and its ultimate beneficial owner(s) is independent of the Company and its connected persons (as defined in the Rules Governing the Listing of Securities on GEM (the “**GEM Listing Rules**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

### **Definitive agreement**

Each of the Parties agreed to negotiate in good faith and to procure the entering into of a definitive agreement in relation to the Potential Acquisition (the “**Definitive Agreement**”) on or before the expiry of 90 days from the date of the MOU (or such later date as agreed by the Parties) (the “**Relevant Period**”).

### **Consideration**

The consideration for the Potential Acquisition will be further negotiated between and determined by the Parties, which may be settled by way of cash and/or issuance of consideration shares, convertible bonds, convertible preferred shares and/or promissory notes of the Company, or by any combination of the abovementioned methods.

### **Due diligence**

Pursuant to the MOU, the Potential Purchaser is entitled to conduct such due diligence as it deems appropriate regarding the assets, liabilities, operations and affairs of the Target Company.

### **Exclusivity**

Pursuant to the MOU, the Vendor will not, and will procure that the Target Company and its directors, officers, employees, representatives and agents will not, directly or indirectly, within the Relevant Period (i) solicit, initiate or encourage inquiries or offers from, or (ii) initiate or continue negotiations or discussions with or furnish any information to, or (iii) enter into any agreement or statement of intent or understanding with, any person or entity other than the Potential Purchaser with respect to the sale or transfer of the issued share capital of the Target Company or its business, operations and/or assets.

### **Legal effect**

Save for the provisions relating to the exclusivity, due diligence, confidentiality, and governing law and jurisdiction, the MOU does not constitute a legally binding agreement on the Parties.

## **INFORMATION ON THE TARGET COMPANY**

The Target Company, which is a company incorporated in Hong Kong with limited liability, is principally engaged in the money lending business in Hong Kong. It holds a money lenders licence under the Money Lenders Ordinance (Chapter 163 of the Laws of Hong Kong). The scope of money lending services provided by the Target Company generally includes corporate or personal loans. The Target Company holds collaterals (such as luxury watches) over the pledged loans.

## **REASONS FOR AND BENEFITS OF THE POTENTIAL ACQUISITION**

The Company has been reviewing its operations and proactively seeking potential business and investment opportunities for the expansion and/or diversification of the Group's business portfolio and source of income so as to add momentum to the business growth of the Group. The Board believes that the Potential Acquisition, if materialises, will broaden the income stream and enhance the financial performance of the Group, thereby maximising the interests of the Company and its shareholders as a whole.

## **GENERAL**

The Potential Acquisition, if materialises, may or may not constitute a notifiable transaction of the Company under the GEM Listing Rules. If the Parties enter into the Definitive Agreement, the Company will make further announcement(s) in accordance with the GEM Listing Rules as and when appropriate.

**The Potential Acquisition is subject to further negotiation with the Parties and the execution of the Definitive Agreement. As such, the Potential Acquisition may or may not proceed. Shareholders and potential investors of the Company are urged to exercise caution when dealing in the securities of the Company.**

By order of the Board  
**AL Group Limited**  
**Chan Hung Kai**  
*Chairman and Executive Director*

Hong Kong, 28 October 2024

*As at the date of this announcement, the Board comprises two executive Directors, namely, Mr. Chan Hung Kai (Chairman) and Mr. Chung Kar Ho Carol; and three independent non-executive Directors, namely, Mr. Tse Chi Shing, Mr. Tse Wai Hei and Mr. Tam Chak Chi.*

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.*

*This announcement will remain on the “Latest Listed Company Information” page of the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) for at least seven days from the date of its publication and on the Company’s website at [www.AL-Grp.com](http://www.AL-Grp.com).*